

Listing of Claims:

Claims 1-14. (Canceled)

15. (Withdrawn) A method for treating an autoimmune disease, comprising administering an effective amount of the pharmaceutical composition of claim 14 to a patient in need thereof.

16. (Withdrawn) A method of treating an inflammatory disease, comprising administering an effective amount of the pharmaceutical composition of claim 14 to a patient in need thereof.

17. (Withdrawn) A method of treating a neurodegenerative disease, comprising administering an effective amount of the pharmaceutical composition of claim 14 to a patient in need thereof.

18. (Withdrawn) A method of preventing ischemic injury to a patient suffering from a disease associated with ischemic injury, comprising administering an effective amount of the pharmaceutical composition of claim 14 to a patient in need thereof.

19. (Withdrawn) A method for expanding of hematopoietic cell populations or enhancing their survival, comprising contacting the cells with an effective amount of the pharmaceutical composition of claim 14.

20. (Withdrawn) The method of claim 19 wherein the cell populations are granulocytes, monocytes, erythrocytes, lymphocytes or platelets for use in cell transfusions.

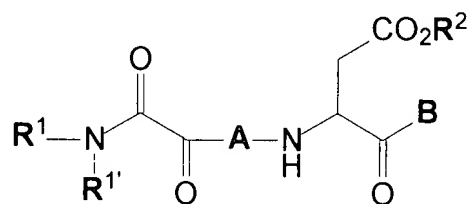
21. (Withdrawn) A method of prolonging the viability of an organ that has been removed from a donor or isolated cells derived from an organ for the purpose of a future

transplantation procedure, comprising applying an effective amount of the pharmaceutical composition of claim 14 to the organ or isolated cells to prolong the viability of the same as compared to untreated organ or isolated cells.

22. (Withdrawn) The method of claim 21 wherein the organ is an intact organ.

23. (Withdrawn) The method of claim 21 wherein the isolated cells are pancreatic islet cells, dopaminergic neurons, blood cells, or hematopoietic cells.

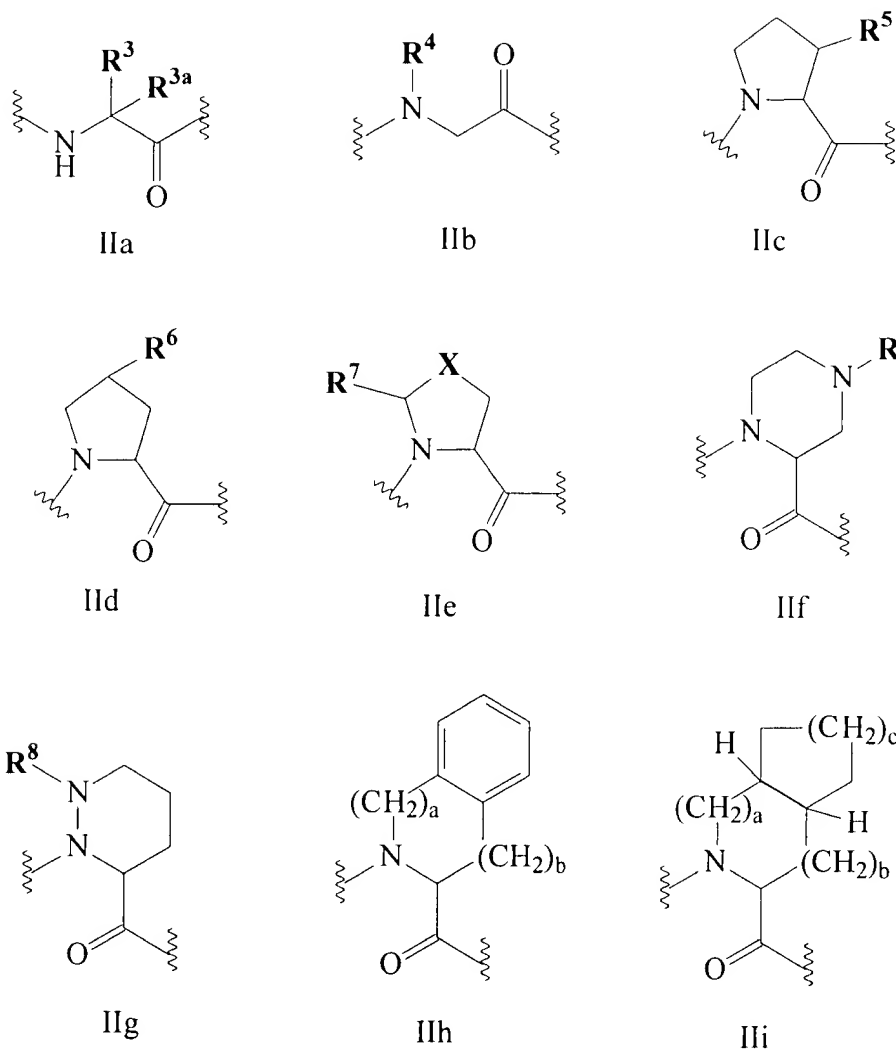
24. (New) A compound of the following formula:



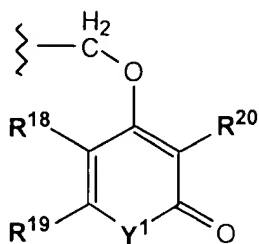
Formula I

wherein:

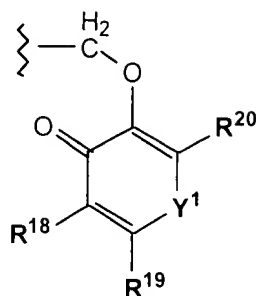
A is a natural or unnatural amino acid of Formula IIa-i:



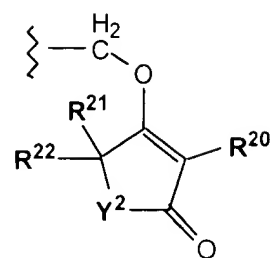
B is a hydrogen atom, a deuterium atom, alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, 2-benzoxazolyl, substituted 2-oxazolyl, $-(CH_2)_n$ cycloalkyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), $-(CH_2)_n$ (1 or 2-naphthyl), $-(CH_2)_n$ (substituted 1 or 2-naphthyl), $-(CH_2)_n$ (heteroaryl), $-(CH_2)_n$ (substituted heteroaryl), halomethyl, $-CO_2R^{12}$, $-CONR^{13}R^{14}$, $-CH_2ZR^{15}$, $-CH_2OCO$ (aryl), $-CH_2OCO$ (heteroaryl), $-CH_2OCO$ (substituted heteroaryl), or $-CH_2OPO(R^{16})R^{17}$, where Z is an oxygen or a sulfur atom, or B is a group of the Formula IIIa-c:



IIIa



IIIb



IIIc

R^1 is alkyl, cycloalkyl, substituted cycloalkyl, (cycloalkyl)alkyl, (substituted cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, (substituted 1- or 2-naphthyl)alkyl, heterocycle, substituted heterocycle, (heterocycle)alkyl, (substituted heterocycle)alkyl, $-NR^{1a}(R^{1b})$, or $-OR^{1c}$;

$R^{1'}$ is hydrogen, alkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, heterocycle or substituted heterocycle;

or R^1 and $R^{1'}$ taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle;

R^2 is hydrogen, lower alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, or (substituted 1 or 2 naphthyl)alkyl;

and wherein:

R^{1a} and R^{1b} are independently hydrogen, alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1- or 2-naphthyl)alkyl, (substituted 1 or 2 naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or (substituted heteroaryl)alkyl, with the proviso that R^{1a} and R^{1b} cannot both be hydrogen;

R^{1c} is alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, (substituted phenyl)alkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, (substituted 1- or 2-naphthyl)alkyl,

heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or (substituted heteroaryl)alkyl;

R^3 is lower alkyl, cycloalkyl, phenyl, substituted phenyl, $-(CH_2)_nNH_2$, $-(CH_2)_nNHCOR^9$, $-(CH_2)_nN(C=NH)NH_2$, $-(CH_2)_mCO_2R^2$, $-(CH_2)_mOR^{10}$, $-(CH_2)_mSR^{11}$, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, $-(CH_2)_n(1- or\ 2-naphthyl)$, $-(CH_2)_n(heteroaryl)$, or $-(CH_2)_n(substituted\ heteroaryl)$;

R^{3a} is hydrogen or methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$ where d is an interger from 2 to 6;

R^4 is phenyl, substituted phenyl, $-(CH_2)_mphenyl$, $-(CH_2)_m(substituted\ phenyl)$, cycloalkyl, or benzofused cycloalkyl;

R^5 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, or $-(CH_2)_n(1- or\ 2-naphthyl)$;

R^6 is hydrogen, fluorine, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, $-(CH_2)_n(1- or\ 2-naphthyl)$, $-OR^{10}$, $-SR^{11}$, or $-NHCOR^9$;

R^7 is hydrogen, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $(CH_2)_n(substituted\ phenyl)$, or $-(CH_2)_n(1- or\ 2-naphthyl)$;

R^8 is lower alkyl, cycloalkyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, $-(CH_2)_n(1- or\ 2-naphthyl)$, or $-COR^9$;

R^9 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, $-(CH_2)_n(1- or\ 2-naphthyl)$, $-OR^{12}$, or $-NR^{13}R^{14}$;

R^{10} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_ncycloalkyl$, $-(CH_2)_nphenyl$, $-(CH_2)_n(substituted\ phenyl)$, or $-(CH_2)_n(1- or\ 2-naphthyl)$;

R^{11} is lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $-(CH_2)_n$ cycloalkyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), or $-(CH_2)_n$ (1- or 2-naphthyl);

R^{12} is lower alkyl, cycloalkyl, $-(CH_2)_n$ cycloalkyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), or $-(CH_2)_n$ (1- or 2-naphthyl);

R^{13} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, $-(CH_2)_n$ cycloalkyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), or $-(CH_2)_n$ (1- or 2-naphthyl);

R^{14} is hydrogen or lower alkyl;

or R^{13} and R^{14} taken together form a five to seven membered carbocyclic or heterocyclic ring;

R^{15} is phenyl, substituted phenyl, naphthyl, substituted naphthyl, heteroaryl, substituted heteroaryl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), $-(CH_2)_n$ (1- or 2-naphthyl), $-(CH_2)_n$ (heteroaryl), or $-(CH_2)_n$ (substituted heteroaryl);

R^{16} and R^{17} are independently lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, phenylalkyl, (substituted phenyl)alkyl, or (cycloalkyl)alkyl;

R^{18} and R^{19} are independently hydrogen, alkyl, phenyl, substituted phenyl, $-(CH_2)_n$ phenyl, $-(CH_2)_n$ (substituted phenyl), or R^{18} and R^{19} taken together are $-(CH=CH)_2$;

R^{20} is hydrogen, alkyl, phenyl, substituted phenyl, $-(CH_2)_n$ phenyl, or $-(CH_2)_n$ (substituted phenyl);

R^{21} , R^{22} and R^{23} are independently hydrogen or alkyl;

X is $-CH_2-$, $-(CH_2)_2-$, $-(CH_2)_3-$, or $-S-$;

Y^1 is $-O-$ or $-N(R^{23})-$;

Y^2 is $-CH_2-$, $-O-$, or $-N(R^{23})-$;

a is 0 or 1;

b is 1 or 2, provided that when a is 1 then b is 1;

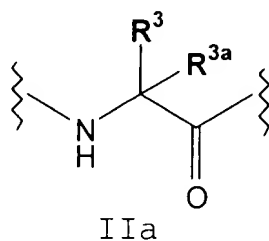
c is 1 or 2, provided that when c is 1 then a is 0 and b is 1;

m is 1 or 2; and

n is 1, 2, 3 or 4;

or a pharmaceutically acceptable salt thereof.

25. (New) The compound of claim 24 wherein A is



26. (New) The compound of claim 25 wherein R^{3a} is hydrogen.

27. (New) The compound of claim 26 wherein R^3 is lower alkyl.

28. (New) The compound of claim 27 wherein R^3 is methyl, ethyl, isopropyl, isobutyl or *tert*-butyl.

29. (New) The compound of claim 27 wherein R^3 is methyl or isopropyl.

30. (New) The compound of claim 25 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$ where d is an integer from 2 to 6.

31. (New) The compound of claim 24 wherein B is hydrogen.

32. (New) The compound of claim 24 wherein B is $-CH_2O(2,3,5,6-$ tetrafluorophenyl).

33. (New) The compound of claim 24 wherein B is halomethyl.

34. (New) The compound of claim 33 wherein B is $-\text{CH}_2\text{F}$
35. (New) The compound of claim 24 wherein B is $-\text{CH}_2\text{ZR}^{15}$ wherein Z is oxygen.
36. (New) The compound of claim 35 wherein R^{15} is phenyl substituted with one or more halogen atoms.
37. (New) The compound of claim 36 wherein R^{15} is 2,6-dihalophenyl, 2,4,6-trihalophenyl, or 2,3,5,6-tetrahalophenyl.
38. (New) The compound of claim 35 wherein R^{15} is phenyl substituted with one or more fluorine atoms.
39. (New) The compound of claim 38 wherein R^{15} is 2,6-difluorophenyl, 2,4,6-trifluorophenyl, or 2,3,5,6-tetrafluorophenyl.
40. (New) The compound of claim 35 wherein R^{15} is substituted 1- or 2-naphthyl.
41. (New) The compound of claim 35 wherein R^{15} is heteroaryl or substituted heteroaryl.
42. (New) The compound of claim 41 wherein R^{15} is a five-membered heteroaryl or a substituted five-membered heteroaryl.
43. (New) The compound of claim 41 wherein R^{15} is a six-membered heteroaryl or a substituted six-membered heteroaryl.

44. (New) The compound of claim 43 wherein R^{15} is pyrimidyl or substituted pyrimidyl.

45. (New) The compound of claim 44 wherein R^{15} is pyrimidyl substituted with trifluoromethyl.

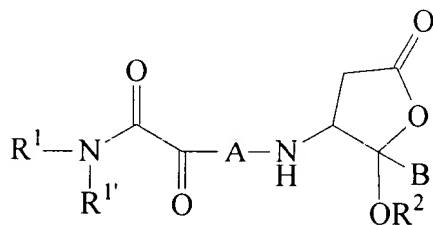
46. (New) The compound of claim 24 wherein B is $CH_2OPOR^{16}R^{17}$.

47. (New) The compound of claim 46 wherein R^{16} is methyl.

48. (New) The compound of claim 46 wherein R^{16} is phenyl.

49. (New) The compound of claim 46 wherein R^{17} is phenyl.

50. (New) The compound of claim 24 in the cyclic ketal form of the following formula:



(Formula Ia'')

51. (New) The compound of claim 50 wherein B is lower alkyl or benzyl.

52. (New) The compound of claim 24 wherein $R^{1'}$ is hydrogen, alkyl or phenyl.

53. (New) The compound of claim 52 wherein $R^{1'}$ is hydrogen or alkyl.

54. (New) The compound of claim 53 wherein $R^{1'}$ is hydrogen or lower alkyl.

55. (New) The compound of claim 54 wherein R^{1'} is hydrogen or methyl.
56. (New) The compound of claim 24 wherein R¹ and R^{1'} taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle.
57. (New) The compound of claim 56 wherein R¹ and R^{1'} taken together with the nitrogen atom to which they attached is 1-pyrrolindinyl, substituted 1-pyrrolindinyl, 1-piperidinyl, or substituted 1-piperidinyl.
58. (New) The compound of claim 24 wherein R¹ is phenyl.
59. (New) The compound of claim 24 wherein R¹ is substituted phenyl.
60. (New) The compound of claim 59 wherein R¹ is 2-fluorophenyl, 2-chlorophenyl, 2-bromophenyl or 2-iodophenyl.
61. (New) The compound of claim 59 wherein R¹ is 4-fluorophenyl, 4-chlorophenyl, 4-bromophenyl, or 4-iodophenyl.
62. (New) The compound of claim 59 wherein R¹ is 2,6-difluorophenyl, 2,6-dichlorophenyl, 2,4-difluorobenzyl, 2,3,5,6-tetrachlorophenyl, 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 2-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxybenzyl, or 3,4,5-trimethoxyphenyl.
63. (New) The compound of claim 59 wherein R¹ is 2-phenylphenyl, 2-benzylphenyl, 2-*tert*-butylphenyl, 2,5-di-*tert*-butylphenyl, 2-*tert*-butyl-5-acetaminophenyl, 2-(2-methylphenyl)phenyl, 2-(2-methoxyphenyl)phenyl, 3-(3-methoxyphenyl)phenyl, 3-(4-methoxyphenyl)phenyl, 2-(3-methylphenyl)phenyl, 2-(4-methylphenyl)phenyl, 2-phenoxyphenyl, 4-(n-heptyl)phenyl, 2-(1-naphthyl)phenyl.

64. (New) The compound of claim 24 wherein R^1 is 1- or 2-naphthyl.
65. (New) The compound of claim 24 wherein R^1 is substituted 1- or 2-naphthyl.
66. (New) The compound of claim 65 wherein R^1 is 1-(4-chloro)naphthyl.
67. (New) The compound of claim 24 wherein R^1 is phenylalkyl.
68. (New) The compound of claim 67 wherein R^1 is benzyl.
69. (New) The compound of claim 67 wherein R^1 is $-(CH_2)_2$ phenyl.
70. (New) The compound of claim 24 wherein R^1 is substituted phenylalkyl.
71. (New) The compound of claim 70 wherein R^1 is 2-*tert*-butylbenzyl.
72. (New) The compound of claim 70 wherein R^1 is 3,4,5-trimethoxybenzyl.
73. (New) The compound of claim 70 wherein R^1 is $-CH_2CH_2(2$ -fluoro)phenyl.
74. (New) The compound of claim 24 wherein R^1 is cycloalkyl.
75. (New) The compound of claim 74 wherein cycloalkyl is a bicyclic ring.
76. (New) The compound of claim 75 wherein the bicyclic ring is partially unsaturated.

77. (New) The compound of claim 76 wherein the partially unsaturated bicyclic ring is 1-(5,6,7,8-tetrahydro)naphthalene.

78. (New) The compound of claim 74 wherein cycloalkyl is a tricyclic ring.

79. (New) The compound of claim 78 wherein the tricyclic ring is 1-adamanatnyl.

80. (New) The compound of claim 78 wherein the tricyclic ring is partially unsaturated.

81. (New) The compound of claim 24 wherein R^1 is (1- or 2-naphthyl)alkyl.

82. (New) The compound of claim 81 wherein R^1 is $-CH_2(1\text{-naphthyl})$ or $-CH_2(2\text{-naphthyl})$.

83. (New) The compound of claim 24 wherein R^1 is heterocycle or substituted heterocycle.

84. (New) The compound of claim 83 wherein R^1 is heteroaryl or substituted heteroaryl.

85. (New) The compound of claim 84 wherein R^1 is 4-pyridyl.

86. (New) The compound of claim 84 wherein R^1 is 2-pyrazinyl.

87. (New) The compound of claim 24 wherein R^1 is heterocyclealkyl or (substituted heterocycle)alkyl.

88. (New) The compound of claim 87 wherein R^1 is heteroarylalkyl or (substituted heteroaryl)alkyl.

89. (New) The compound of claim 24 wherein R^1 is $-NR^{1a}(R^{1b})$.

90. (New) The compound of claim 89 wherein R^{1a} and R^{1b} are both phenyl.

91. (New) The compound of claim 24 wherein R^2 is hydrogen.

92. (New) The compound of claim 24 wherein R^2 is lower alkyl.

93. (New) The compound of claim 92 wherein R^2 is ethyl.

94. (New) The compound of claim 24 wherein R^2 is benzyl.

95. (New) The compound of claim 24 wherein the compounds are:

(3S)-3-[N-(N'-(2-pyrrolidino-5-trifluoromethyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-benzyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-bromo-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benhydryl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-trifluoromethyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,6-difluoro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-bromo-4chloro-6-fluoro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(N'',N''-diphenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-4-5-trimethoxy-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-phenyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(1-naphthalen-1-yl-ethyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-4-dimethoxy-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(3-trifluoromethyl-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-4-difluoro-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-fluoro-phenethyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(5-isoquinoliny)alanyl]amino-4-oxobutanoic acid;

N-(2-benzyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

N-(2-tert-butyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

N-(2-bromo-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(5-acetylamino-2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

N-(5-acetylamino-2-tert-butyl-phenyl)-N'-[1-(2-ethoxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(5-acetylamino-2-tert-butyl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

N-(2-tert-butyl-phenyl)-N'-[1-(2-benzyloxy-5-oxo-tetrahydro-furan-3-ylcarbamoyl)-ethyl]-oxalamide;

(3S)-3-[N-(N'-(2,5-di-tert-butyl-benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(heptyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(benzyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(C-naphthalen-1-yl-methyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-phenoxy-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2-chloro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(5,6,7,8-H4-1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(4-chloro-1-naphthyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(2,4-dichloro-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(diphenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid;

(3S)-3-[N-(N'-(N''-benzyl-N''-phenylamino)oxamyl)alanyl]amino-4-oxobutanoic acid; and

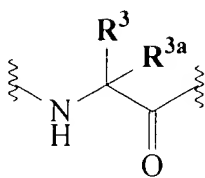
(3S)-3-[N-(N'-(2-naphthalen-1-yl-phenyl)oxamyl)alanyl]amino-4-oxobutanoic acid.

96. (New) The compound of claim 25 wherein
R¹ is 1-naphthyl, substituted phenyl or substituted heterocycle;
R^{1'} is hydrogen;
R² is hydrogen or benzyl;
R³ is lower alkyl and R^{3a} is hydrogen, or R³ and R^{3a} taken together are -(CH₂)_d- where d is an integer from 2 to 6;
B is -CH₂ZR¹⁵ where Z is oxygen; and
R¹⁵ is 2-CF₃-4-pyrimidinyl.
97. (New) The compound of claim 96 wherein R¹ is 1-naphthyl.
98. (New) The compound of claim 96 wherein R¹ is substituted phenyl.
99. (New) The compound of claim 98 wherein R¹ is 2-tert-butyl-phenyl.
100. (New) The compound of claim 98 wherein R¹ is 2-CF₃-phenyl.
101. (New) The compound of claim 98 wherein R¹ is 4-(4-morpholino)-phenyl.
102. (New) The compound of claim 98 wherein R¹ is 2-bromo-phenyl.
103. (New) The compound of claim 98 wherein R¹ is 2-chloro-phenyl.
104. (New) The compound of claim 98 wherein R¹ is 2-benzyl-phenyl.
105. (New) The compound of claim 98 wherein R¹ is 2,4,6-trichloro-phenyl.

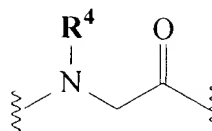
106. (New) The compound of claim 96 wherein R^1 is substituted heterocycle.
107. (New) The compound of claim 106 wherein R^1 is 5-(1-methyl-3-phenyl)-pyrazole.
108. (New) The compound of claim 96 wherein R^2 is hydrogen.
109. (New) The compound of claim 96 wherein R^2 is benzyl.
110. (New) The compound of claim 96 wherein R^3 is methyl.
111. (New) The compound of claim 96 wherein R^3 is isopropyl.
112. (New) The compound of claim 96 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$.
113. (New) The compound of claim 112 wherein d is 4.
114. (New) The compound of claim 25 wherein
 R^1 is 1-naphthyl, substituted phenyl or substituted heterocycle;
 $R^{1'}$ is hydrogen;
 R^2 is hydrogen or benzyl;
 R^3 and R^{3a} are both methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$
where d is an integer from 2 to 6;
B is $-CH_2ZR^{15}$ where Z is oxygen; and
 R^{15} is 2,3,5,6-tetrafluoro-phenyl.
115. (New) The compound of claim 114 wherein R^1 is substituted phenyl.
116. (New) The compound of claim 115 wherein R^1 is 2-tert-butyl-phenyl.

117. (New) The compound of claim 115 wherein R^1 is 2-CF₃-phenyl.
118. (New) The compound of claim 115 wherein R^1 is 2-bromo-phenyl.
119. (New) The compound of claim 115 wherein R^1 is 2-chloro-phenyl.
120. (New) The compound of claim 114 wherein R^1 is substituted heterocycle.
121. (New) The compound of claim 114 wherein R^2 is hydrogen.
122. (New) The compound of claim 114 wherein R^2 is benzyl.
123. (New) The compound of claim 114 wherein R^3 and R^{3a} are both methyl.
124. (New) The compound of claim 114 wherein R^3 and R^{3a} taken together are $-(CH_2)_d-$.
125. (New) The compound of claim 124 wherein d is 2.
126. (New) The compound of claim 124 wherein d is 4.
127. (New) The compound of claim 124 wherein d is 5.
128. (New) The compound of claim 25 wherein
 R^1 is 1-naphthyl, substituted phenyl or substituted heterocycle;
 $R^{1'}$ is hydrogen;
 R^2 is hydrogen;
 R^3 and R^{3a} are both methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$
where d is an integer from 2 to 6;
B is hydrogen.

129. (New) The compound of claim 128 wherein R^1 is substituted phenyl.
130. (New) The compound of claim 129 wherein R^1 is 2-tert-butyl-phenyl.
131. (New) The compound of claim 129 wherein R^1 is 2-CF₃-phenyl.
132. (New) The compound of claim 129 wherein R^1 is 2-bromo-phenyl.
133. (New) The compound of claim 129 wherein R^1 is 2-chloro-phenyl.
134. (New) The compound of claim 128 wherein R^1 is substituted heterocycle.
135. (New) The compound of claim 128 wherein R^3 and R^{3a} are both methyl.
136. (New) The compound of claim 128 wherein R^3 and R^{3a} taken together are
-(CH₂)_d-.
137. (New) The compound of claim 136 wherein d is 2.
138. (New) The compound of claim 136 wherein d is 4.
139. (New) The compound of claim 136 wherein d is 5.
140. (New) The compound of claim 50 wherein
 R^1 is substituted phenyl;
 $R^{1'}$ is hydrogen;
 R^2 is hydrogen or lower alkyl;
B is hydrogen;
A is Formula IIa or IIb



IIa



IIb

;

R^3 is lower alkyl and R^{3a} is hydrogen; and
 R^4 is hydrogen.

141. (New) The compound of claim 140 wherein R^1 is 2-tert-butyl-phenyl.
142. (New) The compound of claim 140 wherein R^1 is 2,6-diisopropyl-phenyl.
143. (New) The compound of claim 140 wherein R^1 is 2-bromo-4-chloro-6-fluoro-phenyl.
144. (New) The compound of claim 140 wherein R^1 is 2,4,6-trichloro-phenyl.
145. (New) The compound of claim 140 wherein R^1 is 2-bromo-4-CF₃-phenyl.
146. (New) The compound of claim 140 wherein R^1 is 2-(1-pyrrolidine)-5-CF₃-phenyl.
147. (New) The compound of claim 140 wherein R^2 is hydrogen.
148. (New) The compound of claim 140 wherein R^2 is lower alkyl.
149. (New) The compound of claim 148 wherein R^2 is ethyl.
150. (New) The compound of claim 140 wherein A is Formula IIa.

151. (New) The compound of claim 150 wherein R^3 is methyl.
152. (New) The compound of claim 140 wherein A is Formula IIb.
153. (New) A pharmaceutical composition comprising a compound of claim 24 in combination with a pharmaceutically acceptable carrier.